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as Administrative Agent for the Prepetition Lenders

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

CHARTER COMMUNICATIONS, INC.

Debtors.

Chapter 11 Cases

09-11435(JMP)

(Jointly Administered)

JPMORGAN CHASE BANK, N.A.,  
as Administrative Agent,

Plaintiff,

-against-

CHARTER COMMUNICATIONS OPERATING,  
LLC and CCO HOLDINGS, LLC,

Defendants.

Adversary Proceeding  
No. 09-01132(JMP)

**MOTION FOR ENTRY OF AN ORDER AUTHORIZING JPMORGAN TO FILE  
UNDER SEAL PORTIONS OF JPMORGAN'S OPPOSITION TO DEBTORS'  
MOTION TO DISMISS JPMORGAN'S ADVERSARY COMPLAINT  
AND REQUEST FOR A DETERMINATION UNDER SECTION 157(b)(3)**

JPMorgan Chase Bank, N.A. (“JPMorgan”) hereby moves the Court for entry of an order substantially in the form attached as Exhibit A hereto (the “Proposed Order”) authorizing the filing under seal with the Court certain portions of its opposition to Debtors’ Motion to Dismiss JPMorgan’s Adversary Complaint and Request for A Determination Under Section 157(b)(3).

In support of this motion (the “Motion”), JPMorgan respectfully states as follows:

### **JURISDICTION**

1. The Court has jurisdiction over this Motion under 28 U.S.C. § 1334. This is a non-core proceeding within the meaning of 28 U.S.C. § 157(c). Venue is proper under 28 U.S.C. § 1409(a).

2. The statutory predicates for relief are section 107(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9018 of the Federal Rules of Bankruptcy Procedure.

### **BACKGROUND**

3. The Confidentiality Order entered by this Court on April 6, 2009 allows parties producing documents to designate certain materials as “Confidential” or “Highly Confidential.” *See* Ex. B at ¶ 3. The Confidentiality Order further provides that if a party files any Confidential or Highly Confidential Materials or any of the information contained therein with the Court, that party will make a good faith effort to file that material under seal. *See id.* at ¶ 13.

4. On April 26, 2009, JPMorgan filed and served JPMorgan’s Opposition to Debtors Motion to Dismiss JPMorgan’s Adversary Complaint and Request for a Determination Under Section 157(b)(3) (the “Opposition”), and a supporting Declaration of George S. Wang,

and accompanying Exhibits, dated April 26, 2009. The Opposition and Declaration attach and reference documents designated by Defendants as Confidential or Highly Confidential (the “Confidential Exhibits”). Copies of the Opposition and the Confidential Exhibits are attached hereto as Exhibit C.

### **RELIEF REQUESTED**

5. In accordance with the Confidentiality Order, by this Motion JPMorgan requests the Court authorize it to file under seal Exhibits B, D, F, G, H, I and J to the Wang Declaration, and all quotes from and references to confidential information in these Confidential Exhibits in the Opposition.

### **BASIS FOR RELIEF**

6. Section 107(b) of the Bankruptcy Code provides bankruptcy courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information.

7. Bankruptcy Rule 9018 defines the procedures by which a party may move for relief under the section 107(b) of the Bankruptcy Code.

8. The parties that produced the materials JPMorgan seeks to file under seal presumably designated those materials “Confidential” or “Highly Confidential” in accordance with the definitions of those designations in the Confidentiality Order, including that the materials are those that “it would not want to be made public in the ordinary course of its activities, including but not limited to technical, business, financial, personal or other information that can be protected under Federal Rule of Civil Procedure 26(v) and Federal Rule of Bankruptcy Procedure 7026” or that are “of such a nature that a risk of competitive injury would be created if such Discovery Material were disclosed” to persons other than those expressly permitted by the Confidentiality Order. See Ex. A at ¶ 3.

### **PROCEDURE**

9. The authorities relied upon herein are set forth above. Accordingly, the JPMorgan respectfully request that the Court waive the requirement contained in rule 9013-1 of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

### **NOTICE**

10. Notice of this Motion has been given to: (a) counsel for the Debtors and Debtors in Possession; (b) counsel to the Debtor and Debtor in Possession Charter Investment, Inc.; (c) counsel to the Agent for the Debtors' Prepetition Junior Facility and Certain of the Lenders Thereunder; (d) counsel to the Agent for the Debtors' Unofficial Committee of Unaffiliated Holders of Certain CCH I & CCH II Notes Issuances; (e) counsel to the Unofficial Committee of Unaffiliated Holders of Certain CCH II Note Issuances; (f) counsel for Charter Investment, Inc. & Vulcan Cable III, Inc.; (g) the Office of the United States Trustee for the Southern District of New York; and (h) counsel for Creditors Committee. In light of the nature of the relief requested herein, JPMorgan submits that no other or further notice is required.

### **NO PRIOR REQUEST**

11. No prior motion for the relief requested herein has been made to this Court or any other court.

12. Pursuant to General Order #M-242 (Revised Electronic Filing Procedures) of the Court, dated January 19, 2001, Confidential Exhibits B, D, F, G, H, I and J and certain portions of the brief in which they are quoted have been filed in redacted form with this Motion.

WHEREFORE, JPMorgan respectfully requests that the Court (i) enter an order, substantially in the form annexed hereto authorizing JPMorgan to file under seal Confidential

Exhibits B, D, F, G, H, I and J and all quotes from and references to such Confidential Exhibits in the Opposition; and (ii) granting such other and further relief as the Court deems appropriate.

Dated: April 26, 2009  
New York, New York

Respectfully submitted,

SIMPSON THACHER & BARTLETT LLP

By: /s/ George S. Wang

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